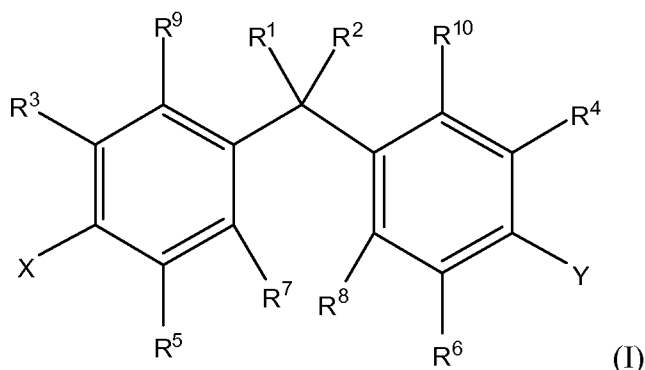


Amendments to the Claims:

The following listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

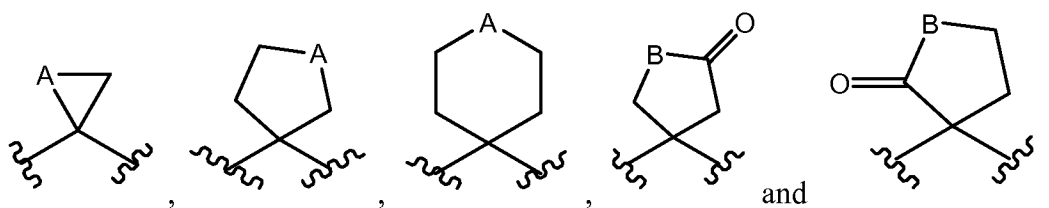
1. (Previously Presented) A compound having the formula (I):



wherein:

R^1 and R^2 are each independently halo, haloalkyl, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, or optionally substituted heteroaryl; or

R^1 and R^2 , together with the carbon atom to which they are attached, form an optionally substituted heterocyclyl selected from a group consisting of:



wherein A is -O-, -NR^x-, -S-, -S(O)- or -S(O)₂- wherein R^x is hydrogen, alkyl, haloalkyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, -R¹⁴-C(J)R¹⁵, -R¹⁴-C(J)OR¹⁵, -R¹⁴-C(J)R¹⁶OR¹⁵, -R¹⁴-C(J)SR¹⁶, -R¹⁴-C(J)N(R¹⁸)R¹⁹, -R¹⁴-C(J)N(R¹⁷)N(R¹⁸)R¹⁹, -R¹⁴-C(J)N(R¹⁷)S(O)_pR²⁰, -R¹⁴-S(O)_pN(R¹⁸)R¹⁹ or -R¹⁴-S(O)_pR²⁰; and wherein B is -O-, -S- or -NR^y- wherein R^y is hydrogen, alkyl, haloalkyl, aryl or heteroaryl; and wherein each p is independently 0 to 2;

R^3 and R^4 are each independently alkyl, alkenyl, cycloalkyl, heterocyclyl, aryl, halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, haloalkyl,

nitro, cyano, azido, $-R^{14}-R^{15}$, $-R^{14}-N(R^{18})R^{19}$, $-R^{14}-SR^{15}$, $-R^{14}-OC(J)R^{15}$, $-R^{14}-NR^{17}C(J)R^{15}$, $-R^{14}-OC(J)N(R^{18})R^{19}$, $-R^{14}-NR^{17}C(J)N(R^{18})R^{19}$, $-R^{14}-NR^{17}C(J)OR^{15}$, $-R^{14}-C(J)R^{15}$, $-R^{14}-C(J)OR^{15}$, $-R^{14}-C(J)SR^{16}$, $-R^{14}-C(J)N(R^{18})R^{19}$ or $-R^{14}C(J)N(R^{17})N(R^{18})R^{19}$;

R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} are each independently hydrogen, amino, cyano, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, alkyl, haloalkyl, alkoxy or haloalkoxy;

X is R^{25} ;

Y is independently R^{30} , $-OR^{31}$, $-SR^{32}$ or $-N(R^{33})(R^{34})$;

R^{25} and R^{30} are each independently selected from (i) or (ii) as follows:

(i) optionally substituted alkyl that may be substituted with one to ten substituents each independently selected from a group consisting of halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, thiooxo, azido, amidino, guanidino, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-OR^{15}$, $-OR^{16}OR^{15}$, $-N(R^{18})R^{19}$, $-N(R^{17})N(R^{18})R^{19}$, $-SR^{15}$, $-SR^{16}SR^{15}$, $-N(R^{17})N(R^{17})S(O)_pR^{20}$, $-OC(J)R^{15}$, $-NR^{17}C(J)R^{15}$, $-OC(J)N(R^{18})R^{19}$, $-NR^{17}C(J)N(R^{18})R^{19}$, $-NR^{17}C(J)OR^{15}$, $-OC(J)OR^{15}$, $-P(R^{21})_2$, $-P(O)(R^{21})_2$, $-OP(O)(R^{21})_2$, $-C(J)R^{15}$, $-C(J)OR^{15}$, $-C(J)SR^{16}$, $-C(J)N(R^{18})R^{19}$, $-C(J)N(R^{17})N(R^{18})R^{19}$, $-C(J)N(R^{17})N(R^{17})S(O)_pR^{20}$, $-C(R^{17})=NOR^{15}$, $-C(R^{17})=NR^{17}$, $-C(R^{17})=NN(R^{18})R^{19}$ and $-C(=NR^{17})N(R^{18})R^{19}$; or

(ii) optionally substituted alkenyl or optionally substituted alkynyl, either of which may be substituted with one to ten substituents each independently selected from a group consisting of oxo, thiooxo, halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, azido, amidino, guanidino, $-OR^{15}$, $-OR^{16}OR^{15}$, $-N(R^{18})R^{19}$, $-N(R^{17})N(R^{18})R^{19}$, $-SR^{15}$, $-SR^{16}SR^{15}$, $-S(O)_pR^{20}$, $-N(R^{17})S(O)_pR^{20}$, $-N(R^{17})N(R^{17})S(O)_pR^{20}$, $-OC(J)R^{15}$, $-NR^{17}C(J)R^{15}$, $-OC(J)N(R^{18})R^{19}$, $-NR^{17}C(J)N(R^{18})R^{19}$, $-NR^{17}C(J)OR^{15}$, $-OC(J)OR^{15}$, $-P(R^{21})_2$, $-P(O)(R^{21})_2$, $-OP(O)(R^{21})_2$, $-C(J)R^{15}$, $-C(J)OR^{15}$, $-C(J)SR^{16}$, $-C(J)N(R^{18})R^{19}$, $-C(J)N(R^{17})N(R^{18})R^{19}$, $-C(J)N(R^{17})S(O)_pR^{20}$, $-C(J)N(R^{17})N(R^{17})S(O)_pR^{20}$, $-C(R^{17})=NOR^{15}$, $-C(R^{17})=NR^{17}$,

-C(R¹⁷)=NN(R¹⁸)R¹⁹, -C(=NR¹⁷)N(R¹⁸)R¹⁹, alkyl, haloalkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

R³¹, R³², R³³ and R³⁴ are each independently optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl or optionally substituted cycloalkyl; all of which, when substituted, are substituted with one to ten substituents each independently selected from a group consisting of oxo, halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, azido, amidino, guanidino, -OR¹⁵, -OR¹⁶OR¹⁵, -N(R¹⁸)R¹⁹, -N(R¹⁷)N(R¹⁸)R¹⁹, -SR¹⁵, -SR¹⁶SR¹⁵, -S(O)_pR²⁰, -N(R¹⁷)S(O)_pR²⁰, -N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -OC(J)R¹⁵, -NR¹⁷C(J)R¹⁵, -OC(J)N(R¹⁸)R¹⁹, -NR¹⁷C(J)N(R¹⁸)R¹⁹, -NR¹⁷C(J)OR¹⁵, -OC(J)OR¹⁵, -P(R²¹)₂, -P(O)(R²¹)₂, -OP(O)(R²¹)₂, -C(J)R¹⁵, -C(J)OR¹⁵, -C(J)SR¹⁶, -C(J)N(R¹⁸)R¹⁹, -C(J)N(R¹⁷)N(R¹⁸)R¹⁹, -C(J)N(R¹⁷)S(O)_pR²⁰, -C(J)N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -C(R¹⁷)=NOR¹⁵, -C(R¹⁷)=NR¹⁷, -C(R¹⁷)=NN(R¹⁸)R¹⁹, -C(=NR¹⁷)N(R¹⁸)R¹⁹, alkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl, and R³⁴ can additionally be hydrogen;

where each R¹⁴ is independently a direct bond or alkylene;

where each R¹⁵ and R¹⁷ is independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl or optionally substituted heteroaryl, all of which, when substituted, are substituted with one to five substituents each independently selected from halo, cyano, hydroxy and amino;

where each R¹⁶ and R²⁰ is independently optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl or optionally substituted heteroaryl, all of which, when substituted, are substituted with one to five substituents each independently selected from halo, hydroxy, alkoxy and amino; and

where each R¹⁸ and R¹⁹ is independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl or optionally substituted heteroaryl, all of which, when substituted, are substituted with one to five substituents each independently selected from halo, hydroxy, alkoxy and amino;

or where R¹⁸ and R¹⁹, together with the nitrogen atom to which they are attached, form a heterocyclyl or heteroaryl;

each R²¹ is independently alkyl, -OR²² or -N(R²³)R²⁴;

R²² is hydrogen, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl or aralkyl;

R²³ and R²⁴ are each independently hydrogen, alkyl, haloalkyl, alkenyl, alkynyl or cycloalkyl;

or R²³ and R²⁴, together with the nitrogen atom to which they are attached, form a heterocyclyl or heteroaryl;

each J is independently O or S;

as a single isomer, a mixture of isomers, or as a racemic mixture of isomers; as a solvate or polymorph; or as a prodrug or metabolite; or as a pharmaceutically acceptable salt thereof;

provided that when R¹ and R² form a substituted cyclohexyl, said cyclohexyl, when substituted at the 4-position relative to the gem-diaryl substituents, is substituted with a substituent selected from the group consisting of halo, cyano, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl and optionally substituted heteroaryl; and

provided that neither R²⁵ nor R³⁰ is:

-CH₂COOH;

-CH₂-5-tetrazolyl;

-CH₂COOMe;

-CH₂COOEt;

-CH₂NH(CH₂COOH);

-CH₂N(C(O)Me)(CH₂COOH);

-CH₂-N-pyrrolidin-2-one;

-CH₂-(1-methylpyrrolidin-2-one-3-yl);

-CH₂COOH;

-CH₂C(O)NH₂;

-CH₂C(O)NMe₂;

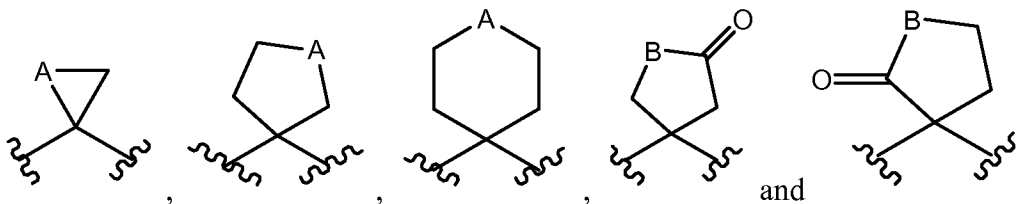
-CH₂C(O)NHMe;

$-\text{CH}_2\text{C}(\text{O})\text{-N-pyrrolidine};$
 $-\text{CH}(\text{OH})\text{COOH};$
 $-\text{CH}(\text{OH})\text{C}(\text{O})\text{NH}_2;$
 $-\text{CH}(\text{OH})\text{C}(\text{O})\text{NHMe};$
 $-\text{CH}(\text{OH})\text{C}(\text{O})\text{NMe}_2;$
 $-\text{CH}(\text{OH})\text{C}(\text{O})\text{NEt}_2;$
 $-\text{CH}_2\text{CH}_2\text{COOH};$
 $-\text{CH}_2\text{CH}_2\text{COOMe};$
 $-\text{CH}_2\text{CH}_2\text{COOEt};$
 $-\text{CH}_2\text{CH}_2\text{COOMe};$
 $-\text{CH}_2\text{CH}_2\text{COOEt};$
 $-\text{CH}_2\text{CH}_2\text{C}(\text{O})\text{NH}_2;$
 $-\text{CH}_2\text{CH}_2\text{C}(\text{O})\text{NHMe};$
 $-\text{CH}_2\text{CH}_2\text{C}(\text{O})\text{NMe}_2;$ or
 $-\text{CH}_2\text{CH}_2\text{-5-tetrazolyl}.$

2. (Previously Presented) The compound of Claim 1 wherein:

R^1 and R^2 are each independently halo, haloalkyl, cyano, cyano, thiocyanato, selenocyanato, trifluoromethoxy, azido, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, or optionally substituted heteroaryl; or

R^1 and R^2 , together with the carbon atom to which they are attached, form an optionally substituted heterocyclyl selected from a group consisting of:



wherein A is $-\text{O}-$, $-\text{NR}^x-$, $-\text{S}-$, $-\text{S}(\text{O})-$ or $-\text{S}(\text{O})_2-$ wherein R^x is hydrogen, alkyl, haloalkyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, $-\text{R}^{14}\text{-C}(\text{J})\text{R}^{15}$, $-\text{R}^{14}\text{-C}(\text{J})\text{OR}^{15}$, $-\text{R}^{14}\text{-C}(\text{J})\text{R}^{16}\text{OR}^{15}$, $-\text{R}^{14}\text{-C}(\text{J})\text{SR}^{16}$, $-\text{R}^{14}\text{-C}(\text{J})\text{N}(\text{R}^{18})\text{R}^{19}$, $-\text{R}^{14}\text{-C}(\text{J})\text{N}(\text{R}^{17})\text{N}(\text{R}^{18})\text{R}^{19}$, $-\text{R}^{14}\text{-C}(\text{J})\text{N}(\text{R}^{17})\text{S}(\text{O})_p\text{R}^{20}$, $-\text{R}^{14}\text{-S}(\text{O})_p\text{N}(\text{R}^{18})\text{R}^{19}$ or $-\text{R}^{14}\text{-S}(\text{O})_p\text{R}^{20}$; and wherein B is $-\text{O}-$, $-\text{S}-$ or $-\text{NR}^y-$ wherein R^y is

hydrogen, alkyl, haloalkyl, aryl or heteroaryl; and wherein each p is independently 0 to 2;

R^{25} and R^{30} are each independently selected from (i), (ii) or (iii) as follows:

(i) optionally substituted alkyl that may be substituted with one to ten substituents each independently selected from a group consisting of halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, thioxo, azido, amidino, guanidino, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, $-OR^{15}$, $-OR^{16}OR^{15}$, $-N(R^{18})R^{19}$, $-N(R^{17})N(R^{18})R^{19}$, $-SR^{15}$, $-SR^{16}SR^{15}$, $-N(R^{17})N(R^{17})S(O)_pR^{20}$, $-OC(J)R^{15}$, $-NR^{17}C(J)R^{15}$, $-OC(J)N(R^{18})R^{19}$, $-NR^{17}C(J)N(R^{18})R^{19}$, $-NR^{17}C(J)OR^{15}$, $-OC(J)OR^{15}$, $-P(R^{21})_2$, $-P(O)(R^{21})_2$, $-OP(O)(R^{21})_2$, $-C(J)R^{15}$, $-C(J)SR^{16}$, $-C(J)N(R^{17})N(R^{18})R^{19}$, $-C(J)N(R^{17})N(R^{17})S(O)_pR^{20}$, $-C(R^{17})=NOR^{15}$, $-C(R^{17})=NR^{17}$, $-C(R^{17})=NN(R^{18})R^{19}$ and $-C(=NR^{17})N(R^{18})R^{19}$;

(ii) substituted propyl, substituted butyl or substituted pentyl, wherein said optionally substituted propyl, said optionally substituted butyl or said optionally substituted pentyl can additionally be substituted with substituents selected from the group consisting of $-C(J)OR^{15}$, $-C(J)N(R^{18})R^{19}$ and optionally substituted heteroaryl; or

(iii) optionally substituted alkenyl or optionally substituted alkynyl, either of which may be substituted with one to ten substituents each independently selected from a group consisting of oxo, thioxo, halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, azido, amidino, guanidino, $-OR^{15}$, $-OR^{16}OR^{15}$, $-N(R^{18})R^{19}$, $-N(R^{17})N(R^{18})R^{19}$, $-SR^{15}$, $-SR^{16}SR^{15}$, $-S(O)_pR^{20}$, $-N(R^{17})S(O)_pR^{20}$, $-N(R^{17})N(R^{17})S(O)_pR^{20}$, $-OC(J)R^{15}$, $-NR^{17}C(J)R^{15}$, $-OC(J)N(R^{18})R^{19}$, $-NR^{17}C(J)N(R^{18})R^{19}$, $-NR^{17}C(J)OR^{15}$, $-OC(J)OR^{15}$, $-P(R^{21})_2$, $-P(O)(R^{21})_2$, $-OP(O)(R^{21})_2$, $-C(J)R^{15}$, $-C(J)OR^{15}$, $-C(J)SR^{16}$, $-C(J)N(R^{18})R^{19}$, $-C(J)N(R^{17})N(R^{18})R^{19}$, $-C(J)N(R^{17})S(O)_pR^{20}$, $-C(J)N(R^{17})N(R^{17})S(O)_pR^{20}$, $-C(R^{17})=NOR^{15}$, $-C(R^{17})=NR^{17}$, $-C(R^{17})=NN(R^{18})R^{19}$, $-C(=NR^{17})N(R^{18})R^{19}$, alkyl, haloalkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

R^{31} , R^{32} , R^{33} and R^{34} are each independently optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl or optionally substituted cycloalkyl; all of which, when substituted, are substituted with one to ten substituents

each independently selected from a group consisting of oxo, halo, cyano, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, azido, amidino, guanidino, $-OR^{15}$, $-OR^{16}OR^{15}$, $-N(R^{18})R^{19}$, $-N(R^{17})N(R^{18})R^{19}$, $-SR^{15}$, $-SR^{16}SR^{15}$, $-S(O)_pR^{20}$, $-N(R^{17})S(O)_pR^{20}$, $-N(R^{17})N(R^{17})S(O)_pR^{20}$, $-OC(J)R^{15}$, $-NR^{17}C(J)R^{15}$, $-OC(J)N(R^{18})R^{19}$, $-NR^{17}C(J)N(R^{18})R^{19}$, $-NR^{17}C(J)OR^{15}$, $-OC(J)OR^{15}$, $-P(R^{21})_2$, $-P(O)(R^{21})_2$, $-OP(O)(R^{21})_2$, $-C(J)R^{15}$, $-C(J)OR^{15}$, $-C(J)SR^{16}$, $-C(J)N(R^{18})R^{19}$, $-C(J)N(R^{17})N(R^{18})R^{19}$, $-C(J)N(R^{17})S(O)_pR^{20}$, $-C(J)N(R^{17})N(R^{17})S(O)_pR^{20}$, $-C(R^{17})=NOR^{15}$, $-C(R^{17})=NR^{17}$, $-C(R^{17})=NN(R^{18})R^{19}$, $-C(=NR^{17})N(R^{18})R^{19}$, alkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl, and R^{34} can additionally be hydrogen;

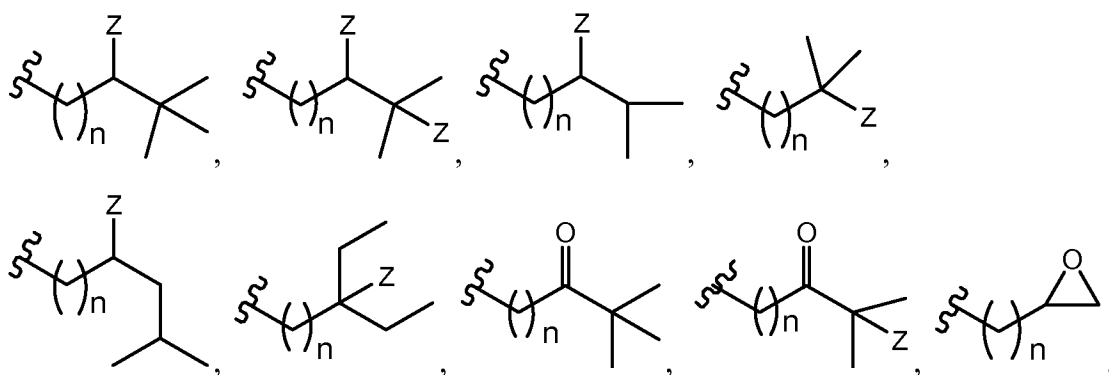
where R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} and R^{21} are as described in Claim 1.

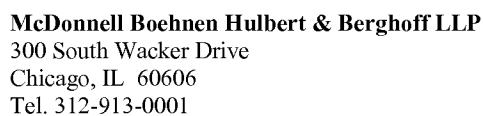
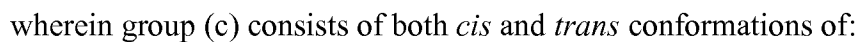
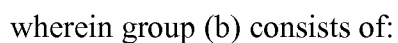
3. (Original) The compound of Claim 2 wherein R^{25} , R^{30} , R^{31} , R^{32} , R^{33} and R^{34} are each independently optionally substituted alkyl selected from group a) or group b), optionally substituted alkenyl selected from group c) or group d) or optionally substituted alkynyl selected from group e) or group f);

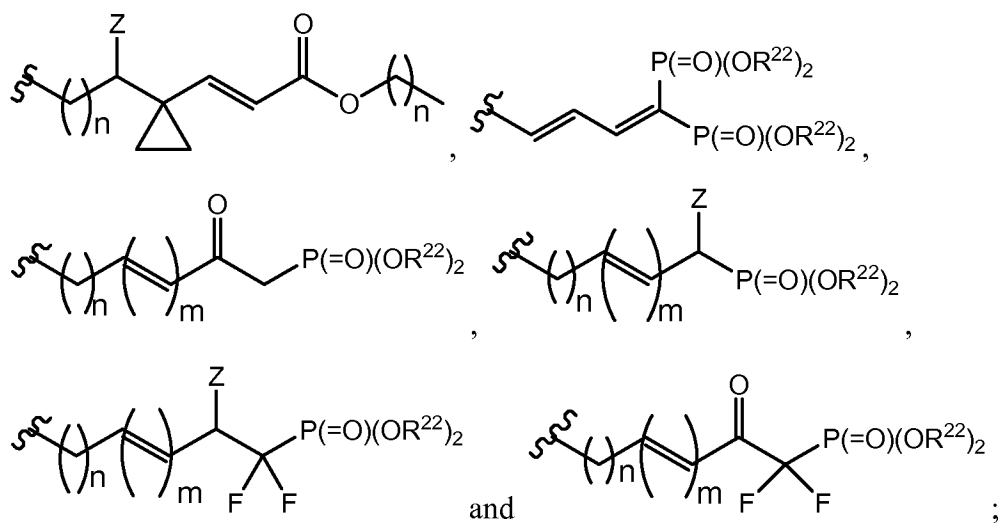
wherein R^{31} , R^{32} , R^{33} and R^{34} can additionally be optionally substituted cycloalkyl selected from group g);

and wherein R^{34} can additionally be hydrogen;

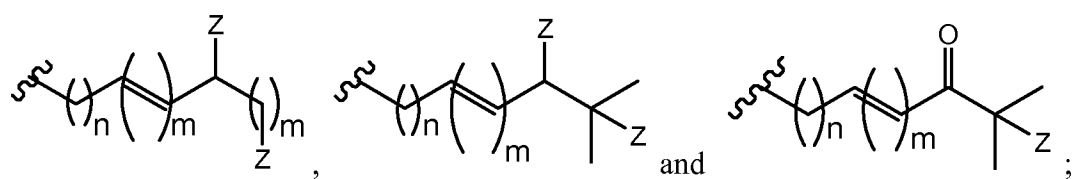
wherein group (a) consists of:



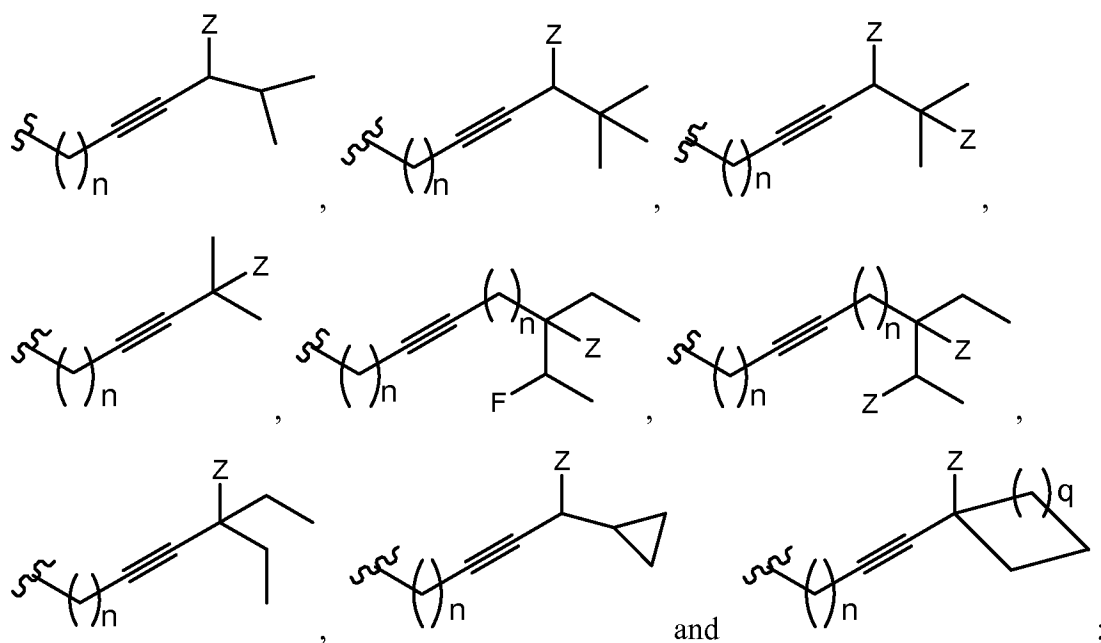




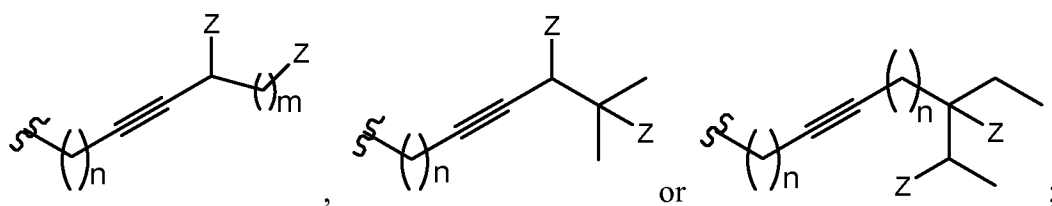
and group (d) consists of both *cis* and *trans* conformations of:



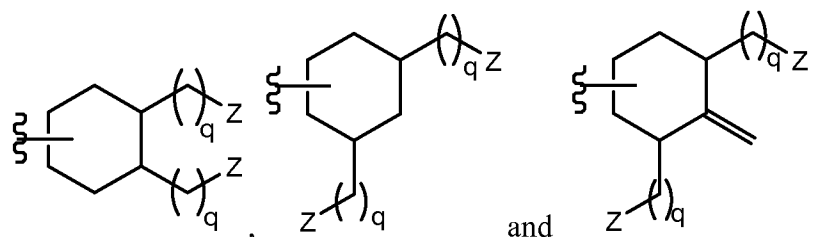
wherein group (e) consists of:



wherein group (f) consists of:



and wherein group (g) consists of:



wherein each Z is independently OH, OR, NH₂, NHR, N(R)(R) wherein R is each independently alkyl or haloalkyl; each n is independently an integer from 0 to 4; each m is independently an integer from 1 to 2 and each q is independently an integer from 0 to 4;

and wherein any member of groups a), b) c), d), e), f) and g) may optionally be halogenated.

4. (Previously Presented) The compound of claim 3 wherein:

X is R²⁵;

Y is -SR³² or -N(R³³)(R³⁴);

R¹ and R² are each independently alkyl or haloalkyl;

R³ and R⁴ are each independently halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, alkyl or haloalkyl;

R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰ are hydrogen; and

R²⁵, R³², R³³ and R³⁴ are as described in claim 3.

5. (Previously Presented) The compound of claim 3 wherein:

X is R²⁵;

Y is -OR³¹;

R¹ and R² are each independently alkyl or haloalkyl;

R³ and R⁴ are each independently halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, alkyl or haloalkyl;

$R^5, R^6, R^7, R^8, R^9, R^{10}$ are hydrogen; and
 R^{25} and R^{31} are as described in claim 3.

6. (Original) The compound of claim 5 wherein R^{25} is optionally substituted alkyl selected from group (a) and R^{31} is optionally substituted alkyl selected from group (b).
7. (Original) The compound of claim 6 wherein R^3 and R^4 are each independently halo, alkyl or haloalkyl.
8. (Original) The compound of claim 7 wherein the compounds are selected from a group consisting of:
 - 3-(4-{1-ethyl-1-[4-(3-hydroxy-3-methylbutyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(*S*)-diol;
 - 3-(4-{1-ethyl-1-[4-(3-ethyl-3-hydroxypentyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(*S*)-diol;
 - 3-(4-{1-ethyl-1-[4-(3-hydroxy-5-methylhexyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(*S*)-diol;
 - 3-(4-{1-ethyl-1-[4-(3-hydroxy-4-methylpentyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(*S*)-diol;
 - 3-(2-ethyl-4-{1-ethyl-1-[4-(3-hydroxy-4,4-dimethylpentyl)-3-methylphenyl]-propyl}-phenoxy)-propane-1,2(*S*)-diol;
 - 3-(4-{1-ethyl-1-[4-(3-hydroxy-4,4-dimethylpentyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(*S*)-diol;
 - 3-[4-(1-ethyl-1-{4-[3(*S*)-hydroxy-4,4-dimethylpentyl]-3-methylphenyl}-propyl)-2-methylphenoxy]-propane-1,2(*S*)-diol; and
 - 3-[4-(1-ethyl-1-{4-[3(*R*)-hydroxy-4,4-dimethylpentyl]-3-methylphenyl}-propyl)-2-methylphenoxy]-propane-1,2(*S*)-diol.
9. (Previously Presented) The compound of claim 6 wherein R^3 is halo and R^4 is alkyl, halo or haloalkyl.
10. (Canceled)
11. (Previously Presented) The compound of claim 6 wherein R^3 is alkyl, halo or haloalkyl and R^4 is halo.

12. (Canceled)
13. (Original) The compound of claim 5 wherein R²⁵ is optionally substituted alkenyl selected from group (c) or group (d) and R³¹ is optionally substituted alkyl selected from group (a) or group (b).
14. (Original) The compound of claim 13 wherein R³ and R⁴ are each independently alkyl or haloalkyl.
15. (Original) The compound of claim 14, selected from the group consisting of:
(Z)-3-(4-{1-ethyl-1-[4-(3-hydroxy-4,4-dimethylpent-1-enyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(S)-diol;
(E)-3-(4-{1-ethyl-1-[4-(3-hydroxy-4,4-dimethylpent-1-enyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(S)-diol; and
(E)-3-(4-{1-ethyl-1-[4-(3-ethyl-3-hydroxypent-1-enyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(S)-diol.
16. (Previously Presented) The compound of claim 13 wherein R³ is alkyl or haloalkyl and R⁴ is halo.
17. (Original) The compound of claim 5 wherein R²⁵ is optionally substituted alkynyl selected from group (e) or group (f) and R³¹ is optionally substituted alkyl selected from group (a) or group (b).
18. (Original) The compound of claim 17 wherein R³ and R⁴ are each independently alkyl or haloalkyl.
19. (Original) The compound of claim 18 selected from the group consisting of
3-(4-{1-ethyl-1-[4-(3-hydroxy-4,4-dimethylpent-1-ynyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(S)-diol;
3-(4-{1-ethyl-1-[4-(3(R)-hydroxy-4,4-dimethylpent-1-ynyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(S)-diol;
3-(4-{1-ethyl-1-[4-(3(S)-hydroxy-4,4-dimethylpent-1-ynyl)-3-methylphenyl]-propyl}-2-methylphenoxy)-propane-1,2(S)-diol; and

3-(4-{1-ethyl-1-[4-(3-ethyl-3-hydroxypent-1-ynyl)-3-methyl-phenyl]-propyl}-2-methylphenoxy)-propane-1,2(*S*)-diol.

20. (Original) The compound of claim 1 wherein:

\mathbf{X} is \mathbb{R}^{25} ;

\mathbf{Y} is \mathbb{R}^{30} ; and

R^{25} and R^{30} are as described in claim 1.

21. (Previously Presented) The compound of Claim 20 wherein:

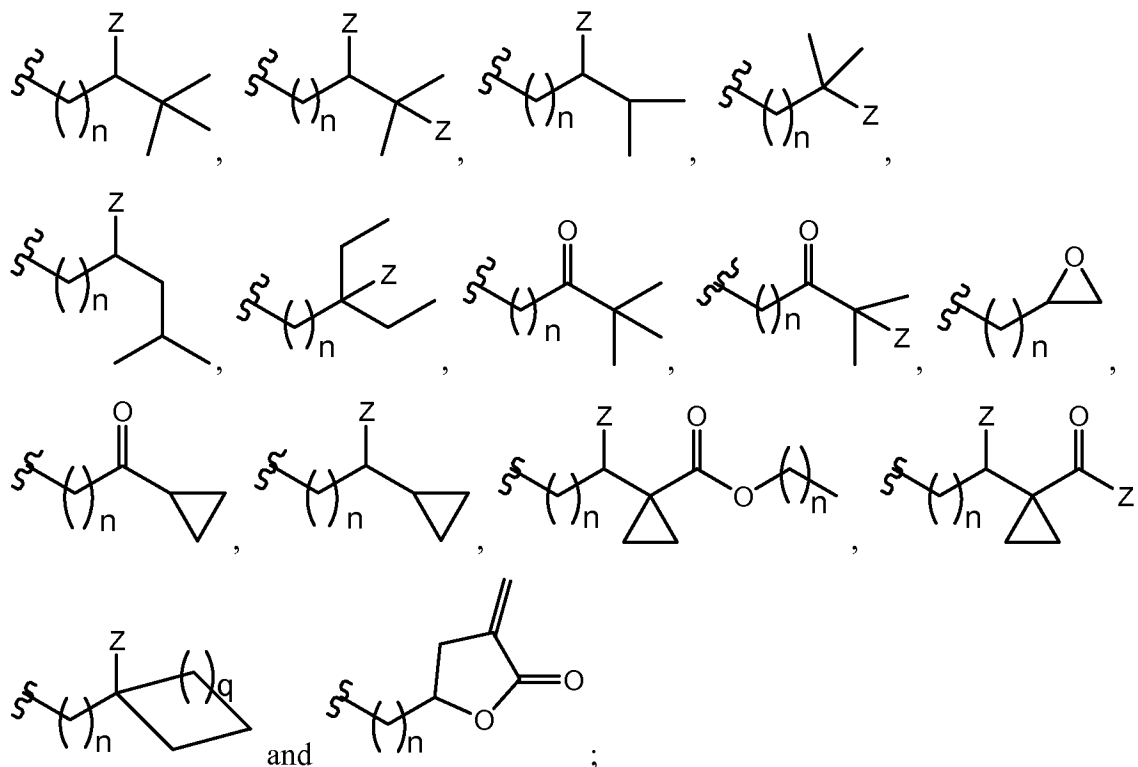
R¹ and R² are each independently optionally substituted alkyl or haloalkyl;

R³ and R⁴ are each independently halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, alkyl or haloalkyl;

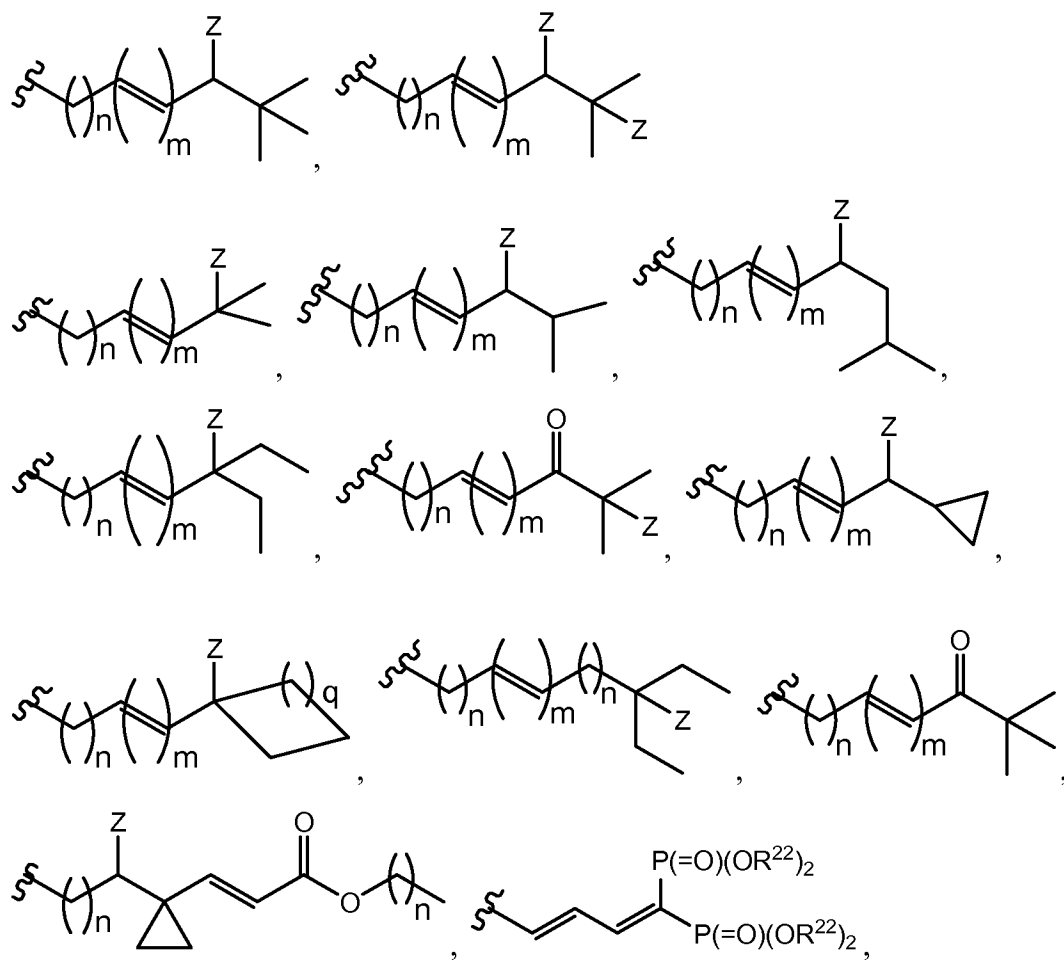
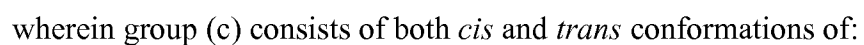
$R^5, R^6, R^7, R^8, R^9, R^{10}$ are hydrogen;

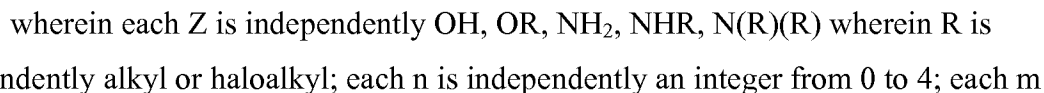
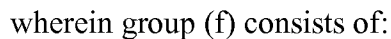
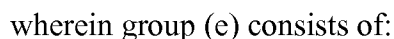
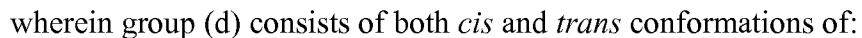
R²⁵ and R³⁰ are each independently substituted alkyl selected from group a) or group b), substituted alkenyl selected from group c) or group d) or substituted alkynyl selected from group e) or group f);

wherein group (a) consists of:



wherein group (b) consists of:





is independently an integer from 1 to 2 and each q is independently an integer from 0 to 4;

and wherein any member of groups a), b) c), d), e), f) and g) may optionally be halogenated.

22. (Original) The compound of Claim 21 wherein R^{25} is optionally substituted alkyl selected from group a), optionally substituted alkenyl selected from group c) or optionally substituted alkynyl selected from group e) and R^{30} is optionally substituted alkyl selected from group b).
23. (Original) The compound of claim 22 wherein R^3 and R^4 are each independently alkyl or haloalkyl.
24. (Original) The compound of claim 22 wherein R^3 is alkyl or haloalkyl and R^4 is hydrogen.
25. (Original) The compound of Claim 1 wherein

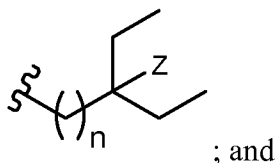
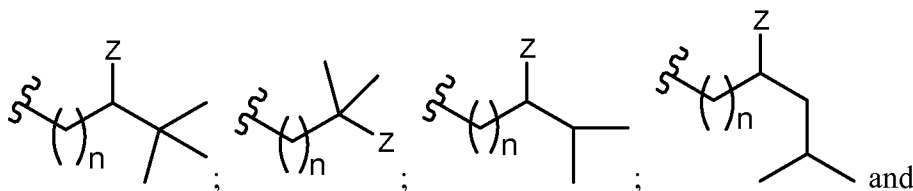
X is R^{25} ;

Y is $-OR^{31}$;

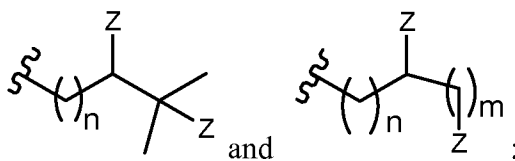
R^1 and R^2 are ethyl;

R^3 and R^4 are methyl;

R^{25} is selected from the group consisting of:



R^{31} is selected from the group consisting of:



wherein each Z is independently OH, OR, NH₂, NHR, N(R)(R) wherein R is independently alkyl or haloalkyl; each n is independently an integer from 0 to 4 and each m is independently an integer from 1 to 2.

26. (Original) The compound of Claim 1 wherein:

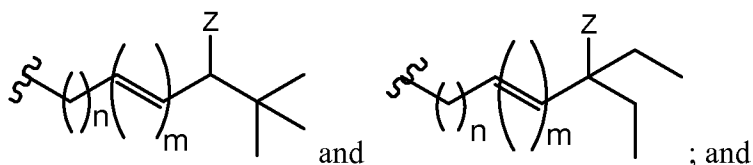
X is R²⁵;

Y is -OR³¹;

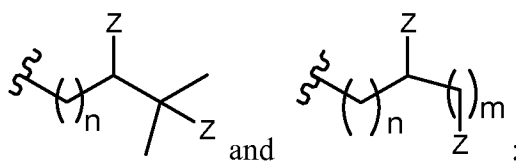
R¹ and R² are ethyl;

R³ and R⁴ are methyl;

R²⁵ is selected from the group consisting of both *cis* and *trans* conformations of:



R³¹ is selected from the group consisting of both *cis* and *trans* conformations of:



wherein each Z is independently OH, OR, NH₂, NHR, N(R)(R) wherein R is independently alkyl or haloalkyl; each n is independently an integer from 0 to 4 and each m is independently an integer from 1 to 2.

27. (Original) The compound of Claim 1 wherein:

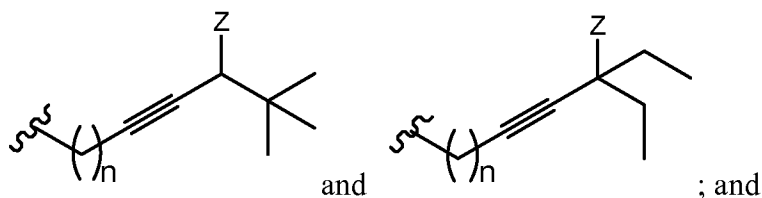
X is R²⁵;

Y is -OR³¹;

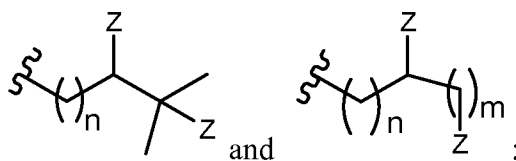
R¹ and R² are ethyl;

R³ and R⁴ are methyl;

R²⁵ is selected from the group consisting of:



R³¹ is selected from the group consisting of:

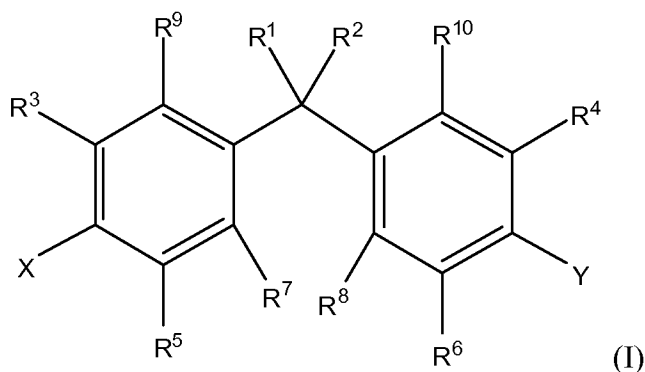


wherein each Z is independently OH, OR, NH₂, NHR, N(R)(R) wherein R is independently alkyl or haloalkyl; each n is independently an integer from 0 to 4 and each m is independently an integer from 1 to 2.

28. (Original) A pharmaceutical composition comprising a compound of claim 1 and one or more additional ingredient selected from the group consisting of an anticancer agent, an anti-autoimmune agent, a parathyroid hormone, a calcium supplement, an anti-arthritis compound, an anti-inflammatory compound, a matrix metalloproteinase inhibitor, an inhibitor of pro-inflammatory cytokines, an NSAID, a corticosteroid, a COX-1 inhibitor, a COX-2 inhibitor, acetaminophen and ibuprofen.
29. (Canceled)
30. (Currently Amended) ~~The~~ A method of supplementing treatment of a disease or disorder is selected from the group consisting of hyperparathyroidism, renal failure, osteomalacia, intestinal malabsorption syndrome, osteoporosis, Alzheimers disease, hyperproliferative skin diseases, psoriasis, pruritis, acne and seborrheic dermatitis, comprising administering to a subject in need thereof an effective amount of a compound of claim 1.
31. (Currently Amended) ~~The~~ A method of supplementing treatment of breast cancer colon cancer, prostate cancer, ovarian cancer, brain glial tumors, squamous cell carcinoma, ovarian cancer, myeloid leukemia, osteosarcoma; myelofibrosis and melanoma, comprising administering to a subject in need thereof an effective amount of a compound of claim 1.
32. (Original) The method of claim 31 wherein said method further comprises administering one additional active ingredient selected from a group comprising 5-fluoro-uracil, methotrexate, fludarabine, antimicrotubule agents, vincristine, vinblastine, taxanes, paclitaxel, docetaxel, alkylating agent, cyclophosphamide, melphalan, biochemoethylnitrosurea, hydroxyurea, platinum agents, cisplatin, carboplatin, oxaliplatin, JM-216, CI-973, anthracyclines, doxorubicin, daunorubicin, antibiotics, mitomycin,

idarubicin, adriamycin, daunomycin), topoisomerase inhibitors, etoposide, camptothecins, or any other cytotoxic agents, estramustine phosphate, prednimustine, steroids, anti-steroids, estrogens, anti-estrogens, androgens, anti-androgens, glucocorticoids and dexamethasone.

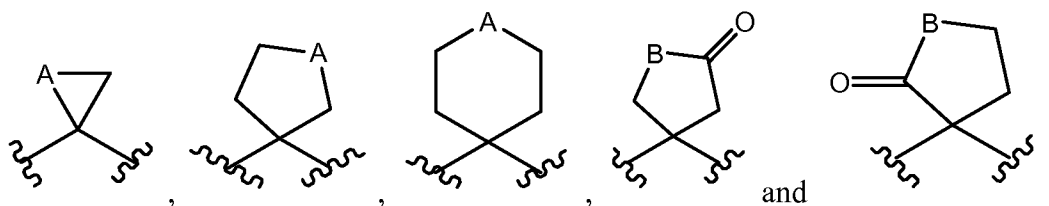
33. (Previously Presented) The method of claim 32 wherein said method further comprises the administration in conjunction with chemotherapy or radiation therapy of a compound of formula (I)



wherein:

R^1 and R^2 are each independently halo, haloalkyl, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, or optionally substituted heteroaryl; or

R^1 and R^2 , together with the carbon atom to which they are attached, form an optionally substituted heterocyclyl selected from a group consisting of:



wherein A is -O-, -NR^x-, -S-, -S(O)- or -S(O)₂- wherein R^x is hydrogen, alkyl, haloalkyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, -R¹⁴-C(J)R¹⁵, -R¹⁴-C(J)OR¹⁵, -R¹⁴-C(J)R¹⁶OR¹⁵, -R¹⁴-C(J)SR¹⁶, -R¹⁴-C(J)N(R¹⁸)R¹⁹, -R¹⁴-C(J)N(R¹⁷)N(R¹⁸)R¹⁹, -R¹⁴-C(J)N(R¹⁷)S(O)_pR²⁰, -R¹⁴-S(O)_pN(R¹⁸)R¹⁹ or -R¹⁴-S(O)_pR²⁰; and wherein B is -O-, -S- or -NR^y- wherein R^y is

hydrogen, alkyl, haloalkyl, aryl or heteroaryl; and wherein each p is independently 0 to 2;

R³ and R⁴ are each independently alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, haloalkyl, nitro, cyano, azido, -R¹⁴-R¹⁵, -R¹⁴-N(R¹⁸)R¹⁹, -R¹⁴-SR¹⁵, -R¹⁴-OC(J)R¹⁵, -R¹⁴-NR¹⁷C(J)R¹⁵, -R¹⁴-OC(J)N(R¹⁸)R¹⁹, -R¹⁴-NR¹⁷C(J)N(R¹⁸)R¹⁹, -R¹⁴-NR¹⁷C(J)OR¹⁵, -R¹⁴-C(J)R¹⁵, -R¹⁴-C(J)OR¹⁵, -R¹⁴-C(J)SR¹⁶, -R¹⁴-C(J)N(R¹⁸)R¹⁹ or -R¹⁴C(J)N(R¹⁷)N(R¹⁸)R¹⁹;

R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰ are each independently hydrogen, amino, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, cyano, nitro, alkyl, haloalkyl, alkoxy or haloalkoxy;

X is R²⁵;

Y is independently R³⁰, -OR³¹, -SR³² or -N(R³³)(R³⁴);

R²⁵ and R³⁰ are each independently selected from (i) or (ii) as follows:

(i) optionally substituted alkyl that may be substituted with one to ten substituents each independently selected from a group consisting of halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, thioxo, azido, amidino, guanidino, optionally substituted cycloalkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, -OR¹⁵, -OR¹⁶OR¹⁵, -N(R¹⁸)R¹⁹, -N(R¹⁷)N(R¹⁸)R¹⁹, -SR¹⁵, -SR¹⁶SR¹⁵, -N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -OC(J)R¹⁵, -NR¹⁷C(J)R¹⁵, -OC(J)N(R¹⁸)R¹⁹, -NR¹⁷C(J)N(R¹⁸)R¹⁹, -NR¹⁷C(J)OR¹⁵, -OC(J)OR¹⁵, -P(R²¹)₂, -P(O)(R²¹)₂, -OP(O)(R²¹)₂, -C(J)R¹⁵, -C(J)OR¹⁵, -C(J)SR¹⁶, -C(J)N(R¹⁸)R¹⁹, -C(J)N(R¹⁷)N(R¹⁸)R¹⁹, -C(J)N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -C(R¹⁷)=NOR¹⁵, -C(R¹⁷)=NR¹⁷, -C(R¹⁷)=NN(R¹⁸)R¹⁹ and -C(=NR¹⁷)N(R¹⁸)R¹⁹; or

(ii) optionally substituted alkenyl or optionally substituted alkynyl, either of which may be substituted with one to ten substituents each independently selected from a group consisting of oxo, thioxo, halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, azido, amidino, guanidino, -OR¹⁵, -OR¹⁶OR¹⁵, -N(R¹⁸)R¹⁹, -N(R¹⁷)N(R¹⁸)R¹⁹, -SR¹⁵, -SR¹⁶SR¹⁵, -S(O)_pR²⁰, -N(R¹⁷)S(O)_pR²⁰,

-N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -OC(J)R¹⁵, -NR¹⁷C(J)R¹⁵, -OC(J)N(R¹⁸)R¹⁹,
 -NR¹⁷C(J)N(R¹⁸)R¹⁹, -NR¹⁷C(J)OR¹⁵, -OC(J)OR¹⁵, -P(R²¹)₂, -P(O)(R²¹)₂, -OP(O)(R²¹)₂,
 -C(J)R¹⁵, -C(J)OR¹⁵, -C(J)SR¹⁶, -C(J)N(R¹⁸)R¹⁹, -C(J)N(R¹⁷)N(R¹⁸)R¹⁹,
 -C(J)N(R¹⁷)S(O)_pR²⁰, -C(J)N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -C(R¹⁷)=NOR¹⁵, -C(R¹⁷)=NR¹⁷,
 -C(R¹⁷)=NN(R¹⁸)R¹⁹, -C(=NR¹⁷)N(R¹⁸)R¹⁹, alkyl, haloalkyl, cycloalkyl, heterocyclyl,
 aryl and heteroaryl;

R³¹, R³², R³³ and R³⁴ are each independently optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl or optionally substituted cycloalkyl; all of which, when substituted, are substituted with one to ten substituents each independently selected from a group consisting of oxo, halo, cyanido, cyanato, thiocyanato, selenocyanato, trifluoromethoxy, azido, nitro, cyano, azido, amidino, guanidino, -OR¹⁵, -OR¹⁶OR¹⁵, -N(R¹⁸)R¹⁹, -N(R¹⁷)N(R¹⁸)R¹⁹, -SR¹⁵, -SR¹⁶SR¹⁵, -S(O)_pR²⁰, -N(R¹⁷)S(O)_pR²⁰, -N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -OC(J)R¹⁵, -NR¹⁷C(J)R¹⁵, -OC(J)N(R¹⁸)R¹⁹, -NR¹⁷C(J)N(R¹⁸)R¹⁹, -NR¹⁷C(J)OR¹⁵, -OC(J)OR¹⁵, -P(R²¹)₂, -P(O)(R²¹)₂, -OP(O)(R²¹)₂, -C(J)R¹⁵, -C(J)OR¹⁵, -C(J)SR¹⁶, -C(J)N(R¹⁸)R¹⁹, -C(J)N(R¹⁷)N(R¹⁸)R¹⁹, -C(J)N(R¹⁷)S(O)_pR²⁰, -C(J)N(R¹⁷)N(R¹⁷)S(O)_pR²⁰, -C(R¹⁷)=NOR¹⁵, -C(R¹⁷)=NR¹⁷, -C(R¹⁷)=NN(R¹⁸)R¹⁹, -C(=NR¹⁷)N(R¹⁸)R¹⁹, alkyl, cycloalkyl, heterocyclyl, aryl and heteroaryl, and R³⁴ can additionally be hydrogen;

where each R¹⁴ is independently a direct bond or alkylene;

where each R¹⁵ and R¹⁷ is independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl or optionally substituted heteroaryl, all of which, when substituted, are substituted with one to five substituents each independently selected from halo, cyano, hydroxy and amino;

where each R¹⁶ and R²⁰ is independently optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl or optionally substituted heteroaryl, all of which, when substituted, are substituted with one to five substituents each independently selected from halo, hydroxy, alkoxy and amino; and

where each R¹⁸ and R¹⁹ is independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted

cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl or optionally substituted heteroaryl, all of which, when substituted, are substituted with one to five substituents each independently selected from halo, hydroxy, alkoxy and amino;

or where R¹⁸ and R¹⁹, together with the nitrogen atom to which they are attached, form a heterocyclyl or heteroaryl;

each R²¹ is independently alkyl, -OR²² or -N(R²³)R²⁴;

R²² is hydrogen, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl or aralkyl;

R²³ and R²⁴ are each independently hydrogen, alkyl, haloalkyl, alkenyl, alkynyl or cycloalkyl;

or R²³ and R²⁴, together with the nitrogen atom to which they are attached, form a heterocyclyl or heteroaryl;

each J is independently O or S;

as a single isomer, a mixture of isomers, or as a racemic mixture of isomers; as a solvate or polymorph; or as a prodrug or metabolite; or as a pharmaceutically acceptable salt thereof;

provided that when R¹ and R² form a substituted cyclohexyl, said cyclohexyl, when substituted at the 4-position relative to the gem-diaryl substituents, is substituted with a substituent selected from the group consisting of halo, cyano, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl and optionally substituted heteroaryl; and

provided that neither R²⁵ nor R³⁰ is:

-CH₂COOH;

-CH₂-5-tetrazolyl;

-CH₂COOMe;

-CH₂COOEt;

-CH₂NH(CH₂COOH);

-CH₂N(C(O)Me)(CH₂COOH);

-CH₂-N-pyrrolidin-2-one;

-CH₂-(1-methylpyrrolidin-2-one-3-yl);

-CH₂COOH;

- CH₂C(O)NH₂;
- CH₂C(O)NMe₂;
- CH₂C(O)NHMe;
- CH₂C(O)-N-pyrrolidine;
- CH(OH)COOH;
- CH(OH)C(O)NH₂;
- CH(OH)C(O)NHMe;
- CH(OH)C(O)NMe₂;
- CH(OH)C(O)NEt₂;
- CH₂CH₂COOH;
- CH₂CH₂COOMe;
- CH₂CH₂COOEt;
- CH₂CH₂COOMe;
- CH₂CH₂COOEt;
- CH₂CH₂C(O)NH₂;
- CH₂CH₂C(O)NHMe;
- CH₂CH₂C(O)NMe₂; or
- CH₂CH₂-5-tetrazolyl.

34. (Previously Presented) A compound which is:

3-(4-{1-ethyl-1-[4-(3-hydroxy-4,4-dimethylpentyl)-phenyl]-propyl}-2-methylphenoxy)-propane-1,2(*S*)-diol; or

3-(4-{1-ethyl-1-[4-(3-hydroxy-4,4-dimethyl-pentyl)-3-methyl-phenyl]-propyl}-phenoxy)-propane-1,2(*S*)-diol.